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OFFICE OF THE SECRETARY

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WRITER'S DIRECT DIAL

December 20, 1999

EX PARTE OR LATE FILED

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tgutierrez@fcclaw.com

Magalie Roman Salas, Secretary  
Federal Communications Commission  
445 12 th Street, S.W., Room TW-B204F  
Washington, D.C. 20554

Re: WT Docket No. 99-168

Dear Ms. Salas:

On December 16, 1999, Harvey White and Dan Pegg of Leap Wireless International, Inc. and the undersigned met with the offices of several commissioners and with representatives of the Wireless Telecommunications Bureau. The subject matter relating to the referenced docket that was discussed in those meetings and the parties present are set forth in the enclosed letters. In order to comply with the Commission's *ex parte* rules, copies of all such submissions are being entered into the referenced proceeding.

In the event any questions arise with respect to the referenced matter, please communicate directly with the undersigned.

Very truly yours,

  
Thomas Gutierrez

Enclosures  
TG:jmm

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LEAP  
WIRELESS  
INTERNATIONAL

December 20, 1999

Commissioner Michael Powell  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW, Room 8-A204  
Washington, DC 20554

Re: WT Docket No. 99-168

Dear Commissioner Powell:

Cricket Holdings, Inc., a subsidiary of Leap Wireless International, Inc., is actively participating in the after-market to increase the cities where we can offer our innovative service. We are, however, concerned that the after-market alone will not provide us the range of opportunities we desire or that would bring the benefits of new telecommunications services to the average American consumer. With that in mind, we very much urge the Commission to provide opportunities to small entrepreneurial businesses to participate in future auctions in a meaningful way, particularly in the re-auction of any returned C-Block spectrum and the future auction of the channel 60-69 spectrum currently being contemplated by the FCC.

With regard to the auction of the channel 60-69 spectrum, we understand that the Commission is planning two allocations, and that both may be on a super regional basis. Dedicating both the allocations on a super regional basis would preclude any small entrepreneurial company from participating in the auction. This would not only dampen innovation but would, in all probability, reduce the revenue generated from the auctions. We urge the Commission to assure that companies like Leap can participate in the face of the enormous purchasing power of the major players who are lobbying from a scenario that benefits them and is, we believe, at the expense of the average consumer. We understand that there is concern over the time that it would take to run an auction at the BTA level and we continue to believe that it is correct from a public policy standpoint. In lieu of our preferred BTA scenario, dedicating one of the allocations to an MEA level would allow us some opportunity to participate.

It is clear, from looking at the A/B auctions, that with a limited set of bidders and a small number of markets, a "cartel" type arrangement exists (without any collusion amongst the parties). A bidder only needs to look at the bidding activity under those circumstances to determine how to maximize

Commissioner Powell  
December 20, 1999  
Page 2

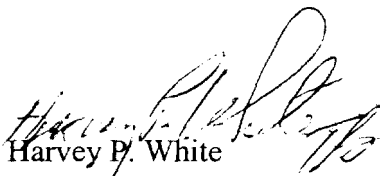
one's position versus the other "cartel" participants. We believe that auctioning at the MEA or BTA level will increase the number of bidders and enhance the dollars obtained for the spectrum. Further, some minor modifications in the bidding process (e.g. increasing the increment more rapidly in later rounds) will assure a short, effective auction and meet the objectives of providing funds to the treasury within this fiscal year.

Since MEAs are still large and expensive, in order to encourage small business it would also be appropriate to have a DE bidding credit in the MEA allocation; however, the decision to have an MEA (or BTA) allocation is the key to encouraging innovation, increasing revenue and an effective telecommunications policy relative to the future of both voice and data.

Again, we appreciate the time that you spent with us. We are continuing with our activities to assure the financial resources and organizational strength to support building additional markets obtained through re-auction or auction process, as discussed with you. We remain dedicated in bringing service to the under-served and unserved majority of the U.S. population that is being bypassed by the large conglomerate/industrial telecommunications companies. We remain focused on providing service quickly in the mid-sized cities in America and to the average small business and individual user.

Thank you for considering the needs of a large community of potential bidders and service providers and best wishes for the holiday and the New Year.

Sincerely,

  
Harvey P. White  
Chairman & CEO



LEAP  
WIRELESS  
INTERNATIONAL

December 20, 1999

Commissioner Gloria Tristani  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW, Room 8-C302  
Washington, DC 20554

Re: WT Docket No. 99-168

Dear Commissioner Tristani:

Cricket Holdings, Inc., a subsidiary of Leap Wireless International, Inc., is actively participating in the after-market to increase the cities where we can offer our innovative service. We are, however, concerned that the after-market alone will not provide us the range of opportunities we desire or that would bring the benefits of new telecommunications services to the average American consumer. With that in mind, we very much urge the Commission to provide opportunities to small entrepreneurial businesses to participate in future auctions in a meaningful way, particularly in the re-auction of any returned C-Block spectrum and the future auction of the channel 60-69 spectrum currently being contemplated by the FCC.

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Commissioner Tristani  
December 20, 1999  
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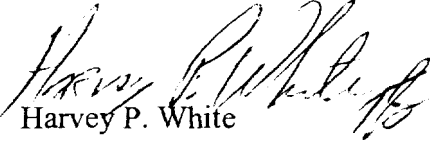
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Again, we appreciate the time that you spent with us. We are continuing with our activities to assure the financial resources and organizational strength to support building additional markets obtained through re-auction or auction process, as discussed with you. We remain dedicated in bringing service to the under-served and unserved majority of the U.S. population that is being bypassed by the large conglomerate/industrial telecommunications companies. We remain focused on providing service quickly in the mid-sized cities in America and to the average small business and individual user.

Thank you for considering the needs of a large community of potential bidders and service providers and best wishes for the holiday and the New Year.

Sincerely,

  
Harvey P. White  
Chairman & CEO



LEAP  
WIRELESS  
INTERNATIONAL

December 20, 1999

Mark Schneider, Wireless Advisor  
Office of Commissioner Susan Ness  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW, Room 8-B115  
Washington, DC 20554

Re: WT Docket No. 99-168

Dear Mr. Schneider:

I appreciate the time you dedicated to us in order to discuss our concerns relative to our ability to grow and expand our innovative telecommunications services.

As we discussed, we are actively participating in the after-market to increase the cities where we can offer our innovative Cricket service. We are, however, concerned that the after-market alone will not provide us the range of opportunities we desire or that would bring the benefits of new telecommunications services to the average American consumer. With that in mind, we very much urge the Commission to provide opportunities to small entrepreneurial businesses to participate in future auctions in a meaningful way, particularly in the re-auction of any returned C-Block spectrum and the future auction of the channel 60-69 spectrum currently being contemplated by the FCC.

With regard to the auction of the channel 60-69 spectrum, we understand that the Commission is planning two allocations, and that both may be on a super regional basis. Dedicating both the allocations on a super regional basis would preclude any small entrepreneurial company from participating in the auction. This would not only dampen innovation but would, in all probability, reduce the revenue generated from the auctions. We urge the Commission to assure that companies like Leap can participate in the face of the enormous purchasing power of the major players who are lobbying from a scenario that benefits them and is, we believe, at the expense of the average consumer. We understand that there is concern over the time that it would take to run an auction at the BTA level and we continue to believe that it is correct from a public policy standpoint. In lieu of our preferred BTA scenario, dedicating one of the allocations to an MEA level would allow us some opportunity to participate.

Mark Schneider  
December 20, 1999  
Page 2

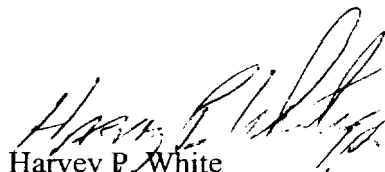
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Thank you for considering the needs of a large community of potential bidders and service providers and best wishes for the holiday and the New Year.

Sincerely,



Harvey P. White  
Chairman & CEO



LEAP  
WIRELESS  
INTERNATIONAL

December 20, 1999

Ari Fitzgerald, Wireless Advisor  
Office of Chairman William E. Kennard  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW, Room 8-B201N  
Washington, DC 20554

Re: WT Docket No. 99-168

Dear Mr. Fitzgerald:

I appreciate the time you dedicated to us in order to discuss our concerns relative to our ability to grow and expand our innovative telecommunications services.

As we discussed, we are actively participating in the after-market to increase the cities where we can offer our innovative Cricket service. We are, however, concerned that the after-market alone will not provide us the range of opportunities we desire or that would bring the benefits of new telecommunications services to the average American consumer. With that in mind, we very much urge the Commission to provide opportunities to small entrepreneurial businesses to participate in future auctions in a meaningful way, particularly in the re-auction of any returned C-Block spectrum and the future auction of the channel 60-69 spectrum currently being contemplated by the FCC.

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Ari Fitzgerald  
December 20, 1999  
Page 2

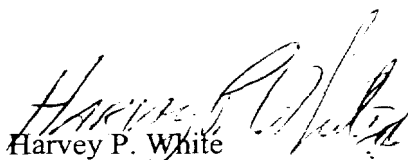
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Sincerely,

  
Harvey P. White  
Chairman & CEO



LEAP  
WIRELESS  
INTERNATIONAL

December 20, 1999

Kathleen O'Brien-Ham, Esquire  
Wireless Telecommunications Bureau  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW, Room 3-C255  
Washington, DC 20554

Re: WT Docket No. 99-168

Dear Ms. O'Brien-Ham:

I appreciate the time you and your staff dedicated to us in order to discuss our concerns relative to our ability to grow and expand our innovative telecommunications services.

As we discussed, we are actively participating in the after-market to increase the cities where we can offer our innovative Cricket service. We are, however, concerned that the after-market alone will not provide us the range of opportunities we desire or that would bring the benefits of new telecommunications services to the average American consumer. With that in mind, we very much urge the Commission to provide opportunities to small entrepreneurial businesses to participate in future auctions in a meaningful way, particularly in the re-auction of any returned C-Block spectrum and the future auction of the channel 60-69 spectrum currently being contemplated by the FCC.

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Kathleen O'Brien-Ham  
December 20, 1999  
Page 2

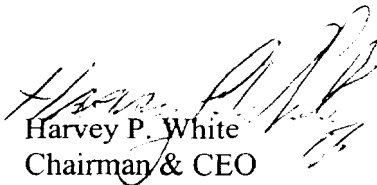
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Sincerely,

  
Harvey P. White  
Chairman & CEO



LEAP  
WIRELESS  
INTERNATIONAL

December 20, 1999

Commissioner Harold Furchtgott-Roth  
Federal Communications Commission  
445 12<sup>th</sup> Street, SW, Room 8-A302  
Washington, DC 20554

Re: WT Docket No. 99-168

Dear Commissioner Furchtgott Roth:

I appreciate the time you and your staff dedicated to us in order to discuss our concerns relative to our ability to grow and expand our innovative telecommunications services.

As we discussed, we are actively participating in the after-market to increase the cities where we can offer our innovative Cricket service. We are, however, concerned that the after-market alone will not provide us the range of opportunities we desire or that would bring the benefits of new telecommunications services to the average American consumer. With that in mind, we very much urge the Commission to provide opportunities to small entrepreneurial businesses to participate in future auctions in a meaningful way, particularly in the re-auction of any returned C-Block spectrum and the future auction of the channel 60-69 spectrum currently being contemplated by the FCC.

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Commissioner Furchtgott-Roth  
December 20, 1999  
Page 2

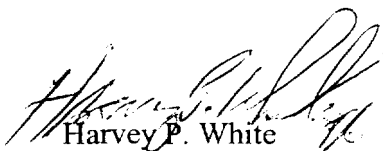
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Sincerely,

  
Harvey P. White  
Chairman & CEO